Constitution

Up and Under Foundation NPC

Reg no K2024453406

UP & UNDER
FOUNDATION

Adopted by the Up and Under Foundation Board
Date: 24/07/2024

Contents

1. NAME

The organization shall be known as the **Up and Under Foundation** (hereinafter referred to as "the Foundation").

2. LEGAL STATUS

The Foundation is a Non-Profit Company (NPC) registered under the Companies Act 71 of 2008 of South Africa. The Foundation may apply for recognition as a Public Benefit Organisation (PBO) in terms of Section 30 of the Income Tax Act, in order to further its objectives and ensure compliance with relevant legal and tax requirements.

3. PURPOSE AND OBJECTIVES

The Foundation is established to:

- Promote and develop youth and female rugby in the Northern Suburbs of Cape Town.
- Provide financial aid and resources for underprivileged athletes.
- Support schools and community-based rugby programs.
- Develop coaching and referee structures to enhance rugby development.
- Secure funding through sponsorships, grants, and fundraising initiatives.

4. GOVERNANCE STRUCTURE

4.1 Board of Directors

The Foundation shall be governed by a **Board of Directors** responsible for strategic oversight and compliance with King IV governance principles.

4.2 Composition

- The Board shall consist of at least **three (3) Directors**, including **2 of which are signatories.**
- The Board may, by resolution, appoint additional directors as it deems necessary to strengthen governance capacity, provided that the total number of directors remains no fewer than three (3).

4.3 Roles and Responsibilities

The Board shall:

- Appoint from among its members a **Chairperson, Treasurer, and Secretary**, and may assign additional portfolios as required for effective governance.

- Uphold ethical leadership and accountability in decision-making.
- Ensure transparency in financial and operational management.
- Oversee strategic planning and risk management.
- Approve policies, budgets, and financial reports.
- Ensure compliance with relevant laws and governance codes.

4.4 Term of Office

Directors shall remain in office until they resign or are removed in terms of this Constitution. Directors are expected to commit to long-term stewardship of the Foundation, ensuring continuity and stability.

4.5 Removal and Resignation

A Board member may be removed by a majority vote due to:

- Failure to fulfil their duties.
- Misconduct or bringing the Foundation into disrepute.
- Voluntary resignation with written notice.

5. MEMBERSHIP

The Foundation shall have **no general membership**. However, the Board may establish advisory committees to provide expertise, guidance, and support in specific areas of the Foundation's work. Such committees shall operate under written terms of reference approved by the Board and shall report directly to the Board. Advisory committee members shall have no voting rights in Board decisions but may make recommendations for consideration.

6. FINANCIAL MANAGEMENT

6.1 Financial Responsibility

- The Foundation shall maintain proper financial records and annual audits.
- Funds shall be used solely for fulfilling the objectives of the Foundation.
- The Treasurer shall oversee financial compliance and reporting.
- The Board shall appoint an independent auditor or accounting officer as required by law or donor requirements to review or audit the Foundation's financial statements.
- Any expenditure exceeding an amount determined from time to time by the Board shall require prior Board approval.

- The Board shall approve an annual budget, against which income and expenditure shall be managed and reported.
- All financial management and fundraising activities shall comply with the Companies Act, tax legislation, and, if applicable, PBO requirements under the Income Tax Act.

6.2 Banking and Fundraising

- The Foundation shall hold a bank account in its name.
- All transactions shall require at least two authorised signatories.
- Fundraising activities shall align with the Foundation's objectives and governance policies.

7. MEETINGS AND DECISION-MAKING

7.1 Annual General Meeting (AGM)

- The AGM shall be held annually to present financial reports and strategic updates.
- A quorum for the AGM shall be **50% plus one of the Board Members**.
- If a quorum is not present within **thirty (30) minutes** of the scheduled start of a meeting, the meeting shall be adjourned to a date within **fourteen (14) days**, at which the members present shall constitute a quorum.
- At the Annual General Meeting, the Board shall present audited or independently reviewed financial statements, a report on the Foundation's activities, and the strategic plan for the forthcoming year.

7.2 Board Meetings

- Board and committee meetings may be held in person or by electronic means, provided that all participants are able to communicate effectively.
- The Board shall meet **at least quarterly**.
- Decisions shall be made by a **majority vote**.

7.3 Special Meetings

- Special meetings may be called, when necessary, with at least **seven days' notice**.
- In exceptional circumstances, an emergency meeting may be called with not less than **forty-eight (48) hours' notice**, provided that the urgency of the matter is recorded in the minutes.

8. CODE OF ETHICS AND GOVERNANCE

The Foundation commits to applying the **King IV principles** of good governance as appropriate to its size and resources, including:

- **Leadership, ethics and corporate citizenship** – ensuring ethical and effective leadership in all operations.
- **Strategy, performance and reporting** – aligning all activities with the Foundation's objectives and reporting transparently on performance.
- **Governing structures and delegation** – maintaining a clear division of responsibilities between the Board, management, and any committees.
- **Governance of functional areas** – ensuring effective oversight of risk management, technology, compliance, and stakeholder relationships.
- **Stakeholder inclusivity** – engaging openly with beneficiaries, partners, and donors.
- **Integrated reporting and transparency** – maintaining integrity and accountability in financial and operational reporting.
- **Responsible leadership in youth safeguarding** – ensuring policies are in place to protect minors and vulnerable persons engaged with the Foundation.

9. DISSOLUTION

In the event of dissolution:

- Assets shall be transferred to another **PBO or NPC** with similar objectives.
- No assets shall be distributed to individuals.

10. AMENDMENTS TO THE CONSTITUTION

Amendments to this Constitution require a **two-thirds majority vote** of the Board at a properly convened meeting.